

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

FIRSTENERGY CORP
Form U-9C-3
August 29, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58 OF
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

For the quarterly period ended June 30, 2003

FirstEnergy Corp. (File No. 70-09501)

(Name of Registered Holding Company)

76 South Main Street, Akron, Ohio 44308

(Address of Principal Executive Offices)

FirstEnergy Corp.

Quarterly Report Pursuant to Rule 58 of
the Public Utility Holding Company Act of 1935

For the quarterly period ended June 30, 2003

Table of Contents

| Item No. | Title | Page |
|-------------|---|-------|
| ---- | ----- | ---- |
| 1 | Organization Chart | 1-4 |
| 2 | Issuances and Renewals of Securities and Capital Contributions | 5 |
| 3 | Associate Transactions | 6-8 |
| 4 | Summary of Aggregate Investment | 9 |
| 5 | Other Investments | 10 |
| 6 | Financial Statements and Exhibits: | |
| | A - Financial Statements | 11-12 |
| | B - Exhibits | 13 |

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

C - Certificate of FirstEnergy Corp. 13

Signature 14

Note: All dollar amounts shown in this Form U-9C-3 are expressed in
 ---- thousands unless otherwise noted.

ITEM 1 - ORGANIZATION CHART

| Name of Reporting Company | Energy (ERC) or Gas (GRC) Related Company | Date of Organization | State Organiza |
|--|---|-------------------------|-------------------|
| ----- | | | |
| FirstEnergy Corp. (a) | | | |
| FirstEnergy Ventures Corp. (b) | | | |
| Bay Shore Power Company (d) | ERC | 01/26/1998 | Ohio |
| Centerior Energy Services, Inc. (d) | ERC | 06/01/1994 | Ohio |
| Eastroc Technologies, LLC (c) | ERC | 04/30/1996 | Delaw |
| Engineered Processes, Ltd. (c) | ERC | 12/30/1996 | Ohio |
| Warrenton River Terminal, Ltd. (d) | ERC | 09/03/1996 | Ohio |
| FirstEnergy Facilities Services Group, LLC (b) | | | |
| Ancoma, Inc. (e) | ERC | 04/20/1953 | New Y |
| Dunbar Mechanical, Inc. (e) | ERC | 07/16/1956 | Ohio |
| Edwards Electrical & Mechanical, Inc. (e) | ERC | 02/28/1968 | India |
| Elliot-Lewis Corporation (e) | ERC | 04/01/1948 | Penns |
| A.A. Duckett, Inc. ERC 03/01/1973 Delaware 100.0 (g) | | | |
| Sautter Crane Rental, Inc. | ERC | 12/10/1991 | Penns |
| E-L Enterprises, Inc. | | | |
| Modern Air Conditioning, Inc. | ERC | 04/27/1965 | Flori |
| Airdex Air Conditioning Corporation | ERC | 01/18/1995 | Flori |
| R.L. Anderson, Inc. | ERC | 08/28/1961 | Flori |
| L.H. Cranston and Sons, Inc. (e) | ERC | 01/02/1951 | Maryl |
| Roth Bros., Inc. (e) | ERC | 09/06/1947 | Ohio |
| The Hattenbach Company (e) | ERC | 03/21/1969 | Ohio |
| R.P.C. Mechanical, Inc. (e) | ERC | 04/21/1959 | Ohio |
| Spectrum Controls Systems, Inc. (e) | ERC | 04/18/1988 | Ohio |
| FirstEnergy Solutions Corp. (b) | ERC | 08/08/1997 | Ohio |
| FirstEnergy Engineering, Inc. (f) | ERC | 08/09/1996 | Ohio |
| GPU Diversified Holdings, LLC (b) | ERC | 08/03/2000 | Delaw |
| GPU Solar, Inc. | ERC | 11/07/1997 | New J |
| GPU Distributed Power, Inc. * | ERC | 02/29/2000 | Delaw |

* Inactive

** Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.

ITEM 1 - ORGANIZATION CHART (Continued)

| Name of Reporting Company | Energy (ERC) or Gas (GRC) Related Company | Date of Organization | State Organiza |
|--|---|-------------------------|-------------------|
| ----- | | | |
| FirstEnergy Corp. (a) (Continued) | | | |
| The Alliance Participants Administrative and Startup Activities Company, LLC (c) | ERC | 12/22/2000 | Delaw |
| PowerSpan Corp. (c) | ERC | 05/01/1997 | Delaw |
| Kinetic Ventures I, LLC (c) | ERC | 04/15/1997 | Delaw |
| Kinetic Ventures II, LLC (c) | ERC | 12/07/1999 | Delaw |
| Nth Power Technologies II, LLC (c) | ERC | | |
| Active Power, Inc. (c) | ERC | | |
| Utility.com, Inc. (c) * | ERC | | |
| Automated Power Exchange, Inc. (c) | ERC | | |

* Inactive

** Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.

ITEM 1 - ORGANIZATION CHART (Continued)

- (a) FirstEnergy Corp., a registered holding company, holds securities directly or indirectly in the energy-related companies set below its name.
- (b) These companies are direct wholly owned subsidiaries of FirstEnergy Corp.
- (c) FirstEnergy Corp. owns an interest directly or indirectly in these energy-related companies or venture capital funds set below its name.
- (d) These companies are direct wholly owned subsidiaries of FirstEnergy Ventures Corp.
- (e) These companies are direct wholly owned subsidiaries of FirstEnergy Facilities Services Group, LLC.
- (f) This company is direct wholly owned subsidiary of FirstEnergy Solutions Corp.
- (g) This subsidiary provides HVAC equipment installation and services,

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

facilities management, and energy management.

- (h) This subsidiary owns and operates a petroleum coke disposal facility that will supply steam for the Bay Shore Power Plant and to BP Amoco Corporation.
- (i) This subsidiary provides various consulting services related to energy management and procurement.
- (j) This subsidiary holds the patent on plaster, which is manufactured using the by-Products of coal-fired generation facilities.
- (k) This subsidiary owns facilities for the transloading of bulk materials (primarily coal) on the Ohio River. The coal is in part used by the FirstEnergy Operating Companies at various generation facilities.
- (l) This subsidiary provides crane rental services.
- (m) This subsidiary provides refrigeration sales and services to commercial entities.
- (n) This subsidiary engages in the brokering and marketing of energy commodities.
- (o) This entity was created to manage the financial and other affairs of the ten members of the Alliance Regional Transmission Organization.
- (p) This company was formed to utilize advanced technology to reduce emissions of NOx, SO2 and particulate matter from utility generation facilities.
- (q) This venture capital fund is focus on early stage companies involved in energy-related fields and technology.
- (r) This venture capital fund is focus on emerging technologies in the global energy industry.
- (s) This company is a developer of flywheel energy storage system for use in uninterruptible power supply and other power quality applications.
- (t) This energy-related company holds securities directly in the energy-related company set below its name.
- (u) This subsidiary is involved in the development and commercialization of photovoltaics.
- (v) This subsidiary provides engineering services.

3

ITEM 1 - ORGANIZATION CHART (Continued)

Narrative Description of Activities for Reporting Period

GPU Advanced Resources, Inc. was dissolved on March 26, 2003.

4

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

| Company Issuing Security ----- | Type of Security Issued ----- | Principal Amount of Security ----- | Issue or Renewal ----- | Cost of Capital ----- | Company to whom Security was Issued ----- |
|-----------------------------------|----------------------------------|---------------------------------------|---------------------------|--------------------------|--|
| None. | | | | | |

| Company Contributing Capital ----- | Company Receiving Capital ----- | Amount Con ----- |
|--|------------------------------------|---------------------|
| FirstEnergy Facilities Services Group, LLC | Dunbar Mechanical, Inc. | \$ |

Note: The information provided in Item 2 presents the activities of the reporting period only

ITEM 3 - ASSOCIATE TRANSACTIONS

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies

| Reporting Company Rendering Services ----- | Associate Company Receiving Services ----- | Types of S ----- |
|---|---|--------------------------|
| Warrenton River Terminal, Ltd. | FirstEnergy Generation Corp. | Loading, u of coal an |
| Centerior Energy Services, Inc. | FirstEnergy Solutions Corp. | Energy con |
| Bay Shore Power Company | FirstEnergy Generation Corp. | Sale of st |
| Dunbar Mechanical, Inc. | FirstEnergy Generation Corp. | HVAC equip |
| Dunbar Mechanical, Inc. | The Toledo Edison Company | HVAC servi |
| Dunbar Mechanical, Inc. | FirstEnergy Nuclear Operating Company | HVAC servi |

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

| | | |
|------------------|---|------------|
| Roth Bros., Inc. | Ohio Edison Company | HVAC servi |
| Roth Bros., Inc. | FirstEnergy Nuclear Operating Company | HVAC servi |
| Roth Bros., Inc. | The Cleveland Electric Illuminating Co. | HVAC servi |
| Roth Bros., Inc. | FirstEnergy Generation Corp. | HVAC servi |

6

ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies (Continued)

| Reporting Company Rendering Services ----- | Associate Company Receiving Services ----- | Types of Services ----- |
|---|---|----------------------------|
| FirstEnergy Solutions Corp. | Ohio Edison Company | Natural gas turbine oper |
| FirstEnergy Solutions Corp. | The Toledo Edison Company | Natural gas turbine oper |
| Elliot-Lewis Corporation | Metropolitan Edison Company | HVAC service |
| Sautter Crane Rental, Inc. | Jersey Central Power & Light Company | Crane rental |
| Sautter Crane Rental, Inc. | Metropolitan Edison Company | Crane rental |

Note: The information provided in Item 3 presents the activities of the ---- reporting period of the caption "Total Amount Billed" are being filed pursuant to request for confidential tr

7

ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

Part II - Transactions Performed by Associate Companies on Behalf of Reporting Companies

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

| Reporting Company Rendering Services ----- | Associate Company Receiving Services ----- | Types of Services ----- |
|---|---|--|
| FirstEnergy Service Company | GPU Diversified Holdings LLC | Legal and administrative services |
| FirstEnergy Service Company | Warrenton River Terminal, Ltd. | General administrative services |
| FirstEnergy Generation Corp. | Bay Shore Power Company | Consumption of electricity and emission |
| FirstEnergy Generation Corp. | Bay Shore Power Company | Sale of fuel |
| FirstEnergy Generation Corp. | Bay Shore Power Company | Plant operation and maintenance services |
| FirstEnergy Service Company | FirstEnergy Solutions Corp. | General administrative services |

Note: The information provided in Item 3 presents the activities of the reporting period only.
 ---- caption "Total Amount Billed" are being filed pursuant to request for confidential treatment

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

| | |
|--|--------------|
| Total average consolidated capitalization as of June 30, 2003* | \$21,817,100 |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | 3,272,550 |
| Greater of \$50 million or line 2 | |

| | |
|--|------------|
| Total current aggregate investment: | |
| (categorized by major line of energy-related business) | |
| Development and commercialization of photovoltaics (Category II) | 1,500,000 |
| Energy services and retail energy sales (Category V) | |
| Production, conversion, sale and distribution of thermal energy products (Category VI) | 29,000,000 |
| Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII) | 4,200,000 |
| Fuel transportation, handling and storage facilities (Category IX) | |
| | ----- |

Total current aggregate investment

Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

system (line 3 less line 4)

Note: The caption "Total average consolidated capitalization" includes total common equity, amounts due within one year), long-term debt (including amounts due within one year) and

The caption "Total current aggregate investment" includes all amounts invested in energy-related companies on or after the date of effectiveness of Rule 58 (March 24, 1999) registered as a holding company (November 7, 2001) for which there is recourse, directly or indirectly by FirstEnergy Corp. or any subsidiary company thereof. The amounts do not include purchase accounting adjustments.

* Total capitalization amounts for June 2002, September 2002, December 2002 and March 2003 are restatements in FirstEnergy's Amendment No. 2 of 2002 Form 10-K/A and Amendment No. 1 of 2003 Form 10-K/A.

9

ITEM 5 - OTHER INVESTMENTS

| Major Line of Energy-Related Business ----- | Aggregate Investment as of March 31, 2003 ----- | Change in Investments During Reporting Period ----- |
|--|---|---|
| Energy management services (Category I) | \$ 1,766 (1) | - |
| Development and commercialization of electrotechnologies (Category II) | 29,480 (2) | - |
| Energy services and retail energy sales (Category V) | 44,058 (3) | \$ (25,900) |
| Production, conversion, sale and distribution of thermal energy products (Category VI) | 70,913 (4) | - |
| Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII) | 197,279 (5) | \$ 1,000 |
| Fuel transportation, handling and storage facilities (Category IX) | 4,959 (6) | - |
| Development and commercialization of technologies that utilize coal waste by-products (Category X) | 46 (7) | - |

(1) Includes \$1,766 that was invested in energy-related companies, prior to FirstEnergy company (November 7, 2001).

(2) Includes \$27,920 that was invested in energy-related companies, prior to FirstEnergy company (November 7, 2001).

(3) Includes \$18,158 that was invested in energy-related companies, prior to FirstEnergy

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

- (4) company (November 7, 2001).
Includes \$41,850 that was invested in energy-related companies, prior to FirstEnergy company (November 7, 2001).
- (5) Includes \$193,984 that was invested in energy-related companies, prior to FirstEnergy company (November 7, 2001).
- (6) Includes \$4,909 that was invested in energy-related companies, prior to FirstEnergy company (November 7, 2001).
- (7) Includes \$46 that was invested in energy-related companies, prior to FirstEnergy Corp. (November 7, 2001).

10

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

- A-1 Financial statements of FirstEnergy Solutions Corp. for the quarter ended June 30, 2003.
- A-2 Financial statements of GPU Diversified Holdings LLC for the quarter ended June 30, 2003.
- A-3 Financial statements of Bay Shore Power Company for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-4 Financial statements of Centerior Energy Services, Inc for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-5 Financial statements of Warrenton River Terminal, Ltd. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-6 Financial statements of Ancoma, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-7 Financial statements of Dunbar Mechanical, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-8 Financial statements of Edwards Electrical & Mechanical, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-9 Financial statements of Elliot-Lewis Corporation for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-10 Financial statements of L.H. Cranston and Sons, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-11 Financial statements of Roth Bros., Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

treatment.

- A-12 Financial statements of The Hattenbach Company for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-13 Financial statements of R.P.C. Mechanical, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.

11

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

A. Financial Statements (Continued)

- A-14 Financial statements of Spectrum Controls Systems, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-15 Financial statements of GPU Solar, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.

12

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

B. Exhibits

Contracts Required by Item 3

- B-1 Stockholders Agreement made and entered into as of January 7, 1998 by and among GPU International, Inc., AstroPower, Inc. and GPU Solar, Inc. (in connection with the sale of GPU International, Inc. on December 22, 2000, the Stockholders Agreement was amended such that GPU International, Inc. transferred its interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-12 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.
- B-2 Amendment No. 1 to Stockholders Agreement made and entered into as of December 1, 2000 by and among GPU International, Inc., AstroPower, Inc., GPU Diversified Holdings LLC and GPU Solar,

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

Inc. (this amendment essentially transferred GPU International, Inc.'s interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-13 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.

B-3 Contract between FirstEnergy Service Company (as successor-by-merger to GPU Service, Inc.) and GPU Diversified Holdings LLC to provide legal and certain general and administrative services. - incorporated by reference to Exhibit B-4 to GPU's Quarterly Report on Form U-9C-3 for the period ended June 30, 2001.

Note: Services rendered by Dunbar Mechanical, Inc. and Roth Bros., Inc. to their associate companies are provided pursuant to purchase order contracts.

C. Certificate of FirstEnergy Corp.

SIGNATURE

The undersigned registered holding company has duly caused this quarterly report to be signed on its behalf by the undersigned officer thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

FIRSTENERGY CORP.

August 29, 2003

By: /s/ Harvey L. Wagner

Harvey L. Wagner
Vice President, Controller
and Chief Accounting Officer
(Principal Accounting Officer)